

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

TRINITY WALL STREET,

Plaintiff,

v.

WAL-MART STORES, INC.,

Defendant.

C.A. No. _____

DECLARATION OF STACY BRANDOM

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Jeffrey M. Gorris (Bar No. 5012)
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Counsel for the Plaintiff, Trinity Wall Street

Dated: April 1, 2014

STACY BRANDOM declares as follows under penalty of perjury that the foregoing is true and correct:

1. I am the Executive Vice President & Chief Financial Officer of Trinity Wall Street, whose full legal name is The Rector, Church-Wardens, and Vestrymen of Trinity Church in the City of New York, the Plaintiff in the above-captioned action. I make this declaration in support of Plaintiff's Memorandum of Law in Support of Its Motion for a Temporary Restraining Order and Preliminary Injunction.

2. Attached hereto are true and correct copies of the following documents, which are referenced in Plaintiff's Memorandum of Law in Support of Its Motion for a Temporary Restraining Order and Preliminary Injunction:

EXHIBIT A: Charter of the Wal-Mart Stores, Inc. Compensation, Nominating and Governance Committee.

EXHIBIT B: Letter from the Rev. Dr. James H. Cooper, Rector, Trinity Church to Gordon Y. Allison, Vice President and General Counsel, Corporate Division, Wal-Mart Stores, Inc., Re: Shareholder Proposal submitted pursuant to Securities and Exchange Commission Rule 14a-8 for inclusion in Wal-Mart Stores, Inc.'s 2014 Proxy Materials (dated Dec. 18, 2013).

EXHIBIT C: Declaration of Proof of Ownership, Robert Lechner, Vice President, the Bank of New York Mellon, Re: The Rector, Church-Wardens and Vestrymen of Trinity Church in the City of New York's beneficial ownership in shares of Wal-Mart Stores, Inc.

EXHIBIT D: Stockholder Proposal of The Rector, Church-Wardens and Vestrymen of Trinity Church in the City of New York, submitted on December 18, 2013 pursuant to Securities and Exchange Commission Rule 14a-8 for inclusion in Wal-Mart Stores, Inc.'s 2014 Proxy Materials.

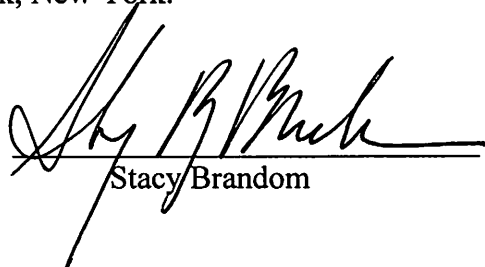
EXHIBIT E: No-Action Request of Wal-Mart Stores Inc. filed on January 30, 2014 with the Securities and Exchange Commission pursuant to Securities and Exchange Commission Rule 14a-8.

EXHIBIT F: Reply of The Rector, Church-Wardens and Vestrymen of Trinity Church in the City of New York to Wal-Mart Stores, Inc.'s No Action Request, filed on

February 4, 2014 with the Securities and Exchange Commission pursuant to Securities and Exchange Commission Rule 14a-8.

EXHIBIT G: No-Action Letter from Tonya Aldave, Attorney-Advisor, Division of Corporation Finance, Securities and Exchange Commission to Erron W. Smith, Senior Associate General Counsel, Wal-Mart Stores, Inc. (dated Mar. 20, 2014).

Executed this 31st day of March, 2014 in New York, New York.



Stacy Brandom